

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIVED

JUL - 7 1997

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of)
)
Amendment of the Commission's Rules)
to Relocate the Digital Electronic Message)
Service from the 18 GHz Band to the)
24 GHz Band and to Allocate the)
24 GHz Band for Fixed Service)

ET Docket No. 97-99

OPPOSITION TO JOINT MOTION TO EXCEED PAGE LIMIT

WebCel Communications, Inc. ("WebCel"), by its attorneys and pursuant to Section 1.45 of the Commission's Rules, 47 C.F.R. § 1.45, opposes the "Joint Motion to Exceed Page Limit" filed on June 26, 1997 in this proceeding.¹

Digital Services Corporation ("DSC"), Microwave Services, Inc. ("MSI") and Teligent, L.L.C. ("Teligent") have asked to exceed the 25-page limit that governs oppositions to petitions for reconsideration of Commission orders² under Section 1.429(f) of the Commission's rules, 47 C.F.R. § 1.429(f). Although movants claim that because they are filing one "consolidated" pleading, they should be given leave to exceed the page limit, these entities are in fact not separate parties, but are all affiliated with the *same corporate entity*. The motion should therefore be denied.

Teligent, formerly known as Associated Communications, L.L.C., was formed in a joint venture by MSI and DSC in March 1996.³ As reported in its SEC filing, MSI controls Teligent because it retains a "55% voting member equity interest" in

¹ Commission Rule Section 1.45 allows parties 10 days to file oppositions to any motion, pleading or request, computed from the date of the original filing. 47 C.F.R. § 1.45. Section 1.4(j) provides that where a filing date falls on a legal holiday, as in this case, parties may file their pleading on the next business day. 47 C.F.R. § 1.4(j).

² *Amendment of the Commission's Rules to Relocate the Digital Electronic Message Service From the 18 GHz Band to the 24 GHz Band and to Allocate the 24 GHz Band For Fixed Service*, Order, ET Docket No. 97-99, FCC 97-95, 11 FCC Rcd. 3471 (1997).

³ See Associated Group, Inc. 1996 Annual Report (Attached as Exhibit "A") at p. 2.

Teligent.⁴ Teligent, in turn, manages all of the DEMS licenses held by both MSI and DSC pursuant to contractual agreements which give it the unilateral option to “require the contribution of the DEMS licenses owned by each joint venture member.”⁵ Therefore, the petition is not a “joint petition,” but rather the effort of one set of affiliated corporate entities to pretend they are multiple parties in order to evade Commission procedure.

On the merits of the motion, WebCel does not agree that the issues in this proceeding are so complex as to require voluminous pleadings. At issue is whether the *DEMS Order* should have been open to public notice and comment, and whether the Teligent Group (formerly Associated) should retain its licenses after admittedly violating Commission build-out and license utilization rules. Parties filing reconsideration petitions in this matter were able to address these issues well within the applicable page limit. Teligent should be able to comport with this sensible restriction as well, unless it plans to drown the Commission and the parties with paper in order to obfuscate the simple issues presented for reconsideration.

⁴ *Id.*

⁵ *Id.*

CONCLUSION

For these reasons, the Commission should deny the Joint Motion to Exceed Page Limit and require Teligent and its affiliates to file a single opposition of no more than 25 pages.

Respectfully submitted,

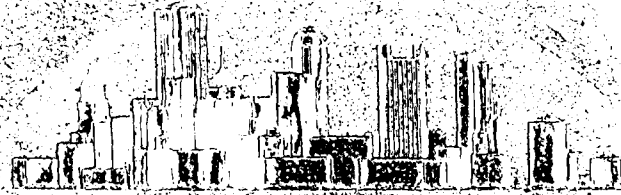
A handwritten signature in black ink, appearing to read 'G. B. Manishin', is written over a horizontal line.

Glenn B. Manishin
Blumenfeld & Cohen - Technology Law Group
1615 M Street, N.W., Suite 700
Washington, D.C. 20036
202.955.6300
202.955.6460 fax

Counsel for WebCel Communications, Inc.

Dated: July 7, 1997

EXHIBIT A



THE ASSOCIATED GROUP, INC.

1996 ANNUAL REPORT

Associated Communications, Inc.



TruePosition

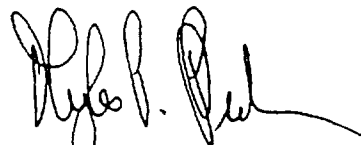
April 30, 1997

To Our Stockholders:

The Associated Group continues to focus on our communication endeavors in an exciting era of accelerating developmental and technological change. The following are a few of our recent highlights:

- In September 1996, Alex J. Mandl, former president and chief operating officer of AT&T, joined Associated Communications, L.L.C. ("ACOM") as Chairman and Chief Executive Officer. Alex is building a world-class management team at ACOM with some of the telecommunications industry's most experienced leaders.
- In March 1997, the FCC issued an Order relocating 18 GHz licensees, including the Company, to 24 GHz. Pursuant to the Order, ACOM's pending applications for licenses in an additional 44 markets will be granted. As a result, ACOM will manage or hold licenses to provide broadband digital wireless services in 74 markets in the United States.
- The Company continues to make demonstrable progress with TruePosition™, the Company's wireless location system. In June, the FCC issued a Report and Order requiring wireless carriers to implement location capabilities by 2001. We are working to make TruePosition the premier location service.
- In December 1996, in cooperation with the Greater Harris County 911 Emergency network and Houston Cellular, the Company successfully demonstrated the TruePosition Wireless Location System in Houston, Texas.
- In January 1997, in conjunction with Comcast Cellular Communications, Inc., the Company launched a trial of TruePosition in southern New Jersey in a ceremony attended by FCC Chairman Reed Hundt, the Attorney General of the State of New Jersey and representatives from state and local emergency services agencies. The New Jersey Enhanced 911 System covers the southernmost fifty miles of the I-295/New Jersey turnpike corridor, and provides real time location information for wireless E911 calls originating from Comcast subscribers within the trial area.
- In March 1997, Kent R. Sander, former Vice President of Business Operations, East Region, for Ericsson Radio Systems, Inc, joined us as President and Chief Operating Officer of TruePosition, as well as a Vice President of the Company.

In short, we and our colleagues are "positioned" right in the thick of the communications revolution and heading for the 21st century.



Myles P. Berkman
Chairman and President

The Company

The Associated Group, Inc. (the "Company") is principally engaged in the ownership and operation of, and also owns interests in, a variety of wireless communications related businesses. In December 1994, the Company was spun off (the "Spin-Off") from Associated Communications Corporation ("Associated"), which at the time was one of the largest independent cellular telephone system operators in the United States. The Company's businesses and other assets are described below.

Digital Termination Services

Microwave Services, Inc. ("MSI"), a wholly-owned subsidiary of the Company, was formed to pursue the provision of digital voice, high speed data and video services over a broadband wireless radio network. MSI applied for and received from the Federal Communications Commission ("FCC") licenses in top Statistical Metropolitan Service Areas ("SMSA") to provide Digital Termination Services utilizing channels in the 18 GHz frequency band (18.870 GHz to 19.260 GHz) allocated pursuant to the rules governing common carrier Digital Electronic Message Services ("DEMS") in the United States.

In March 1996, MSI and Digital Services Corporation ("DSC"), another licensee of DEMS channels, formed a joint venture limited liability company, DMT, L.L.C., now known as Associated Communications, L.L.C. ("ACOM"), in which MSI has a controlling 55% voting member equity interest, to provide administrative and management services to each of MSI and DSC. Pursuant to an Administration and Management Services Agreement (the "Management Agreements") entered into between ACOM and each of MSI and DSC, MSI and DSC each seek to achieve economies of scale for their licensed systems and their customers in an effort to make use of their licensed frequencies more efficiently and to provide a broader range and greater quality and quantity of services than either of the companies would be able to accomplish independently. ACOM's services to MSI and DSC include, among others, network design, purchase of equipment, deployment and maintenance of network infrastructure, securing of site leases, and marketing of services to potential customers. In addition, ACOM has the option to require the contribution of the DEMS licenses owned by each joint venture member to ACOM, subject to the approval of the FCC and other applicable governmental authorities. MSI and DSC hold DEMS licenses in 31 of the top SMSAs in the United States. In 1996, ACOM filed applications for additional DEMS licenses.

On August 30, 1996, the FCC issued an Order (the "Freeze Order") freezing the filing of applications for new licenses (including amendments and modifications to existing licenses) for DEMS in the 18 GHz band. The Freeze Order held in abeyance ACOM's and MSI's applications for additional DEMS licenses pending the outcome of an FCC review of the current licensing approach for DEMS.

On March 10, 1997, ACOM entered into a Stock Contribution Agreement (the "Stock Agreement") with another DEMS licensee and its sole shareholder (the "Sole Shareholder") for the contribution of all of the stock of the licensee to ACOM in exchange for an initial cash payment and additional cash payments and ownership interests in ACOM upon consummation of the transactions and ACOM's acquisition of the stock and the licenses contemplated by the Stock Agreement. Consummation of the transactions and transfer of these licenses is subject to certain closing conditions and the receipt of all necessary regulatory approvals, including approval by the FCC. The amount of the equity interest in ACOM to be issued to the Sole Shareholder is dependent upon certain conditions, but shall not exceed 5% determined as of the date of the Stock Agreement. Subsequent to a closing, the Sole Shareholder will have a full member interest in ACOM pursuant to the Limited Liability Company Agreement, to which MSI and DSC are parties.

On March 14, 1997, the FCC issued an Order (the "Relocation Order") providing for the relocation of DEMS from the 18 GHz to the 24 GHz band (24.25 GHz to 24.45 GHz and 25.05 GHz to 25.25 GHz). The Relocation Order addressed the government's concerns regarding potential interference with government satellite facilities at 18 GHz, as well as potential coordination issues with a proposed commercial satellite network. Pursuant to the Relocation Order, DEMS will be relocated from 100 MHz over 5 channels at 18 GHz to 400 MHz over 5 channels at 24 GHz, allowing DEMS systems to maintain equivalent information

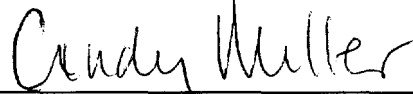
capacity to similarly engineered systems at 18 GHz. MSI and DSC will be relocated on a channel-by-channel basis to the new band. In the Relocation Order, the FCC also stated that it would grant licenses for pending applications that had passed the 60-day period for filing mutually exclusive applications prior to the Freeze Order. The Relocation Order is subject to administrative or judicial review.

The following table represents a summary (upon implementation of the Relocation Order) of (i) licenses held by MSI and DSC, which are subject to the Management Agreements; (ii) licenses granted to MSI pursuant to pending applications; and (iii) licenses to be acquired pursuant to the Stock Agreement, subject to necessary regulatory approvals, including the FCC.

<u>SMSA Rank</u>	<u>Market</u>	<u>Amount of Spectrum (MHz) Upon Relocation to 24 GHz</u>
1	New York, NY	400
2	Los Angeles, CA	400
3	Chicago, IL	400
4	Philadelphia, PA	320
5	Detroit, MI	400
6	Dallas, TX	400
7	Houston, TX	400
8	Washington, DC	400
9	San Francisco, CA	320
10	Boston, MA	400
12	Atlanta, GA	400
13	San Diego, CA	320
15	Minneapolis, MN	400
17	St. Louis, MO	400
18	Baltimore, MD	320
19	Phoenix, AZ	400
20	Seattle, WA	400
21	Pittsburgh, PA	400
22	Denver, CO	80
23	Miami, FL	400
24	Tampa, FL	400
26	Cleveland, OH	320
27	Portland, OR	320
28	San Jose, CA	240
29	Cincinnati, OH	240
30	Kansas City, MO	320
31	Sacramento, CA	320
32	Milwaukee, WI	320
33	San Antonio, TX	320
35	Indianapolis, IN	320
36	Columbus, OH	80

CERTIFICATE OF SERVICE
ET Docket No. 97-99

I, Cindy Miller, do hereby certify on this 7th day of July 1997, that I have served a copy of the foregoing document via first class mail, postage prepaid, to the parties below:



Cindy Miller

*Gerald P. Vaughan
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, NW
Room 5002
Washington, DC 20554

*Ruth Milkman
International Bureau
Federal Communications Commission
2000 M Street, NW
Room 800
Washington, DC 20554

*John Cimko, Jr.
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, NW
Room 5002
Washington, DC 20554

*Steve Sharkey
International Bureau
Federal Communications Commission
2000 M Street, NW
Room 800
Washington, DC 20554

Gary M. Epstein
John P. Janka
James H. Barker
Nandan M. Joshi
Latham & Watkins
1001 Pennsylvania Ave., NW
Washington, DC 20004

Timothy R. Graham
Leo I. George
Joseph M. Sandri, Jr.
Barry J. Ohlson
WinStar Communications, Inc.
1146 19th Street, NW
Washington, DC 20036

Richard E. Wiley
R. Michael Senkowski
Eric W. DeSilva
Wiley, Rein & Fielding
1776 K Street, NW
Washington, DC 20554

Jeffrey H. Olson
Paul, Weiss, Rifkind, Wharton & Garrison
1615 L Street, NW
Washington, DC 20036

Antoinette Cook Bush
Jeffrey A. Brueggeman
Skadden, Arps, Slate, Meagher & Flom
1440 New York Ave., NW
Washington, DC 20005

* Indicates delivery via messenger